# JINDAL PHOTO LIMITED

**1st October, 2016**

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1
Block – G, Bandra-Kurla Complex
Bandra (East),
Mumbai –400 051

The Deptt of Corporate Services
The BSE Ltd.
25, PJ Towers, Dalal Street
Mumbai - 400001

**Code : JINDALPHOT / 532624 Series : Eq**
**Re : Proceedings and details of the Voting Results of the 13th Annual General Meeting**

Dear Sirs,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we would like to inform you that the 13th Annual General Meeting of the members of the Company held on Friday 30th September, 2016 at the registered office at 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193.

In view of above, we are pleased to submit the following documents:

1. Copy of the proceedings of the 13th Annual General Meeting of the members of the Company held on 30th September, 2016.
2. Details of voting results as per Regulation 44 of SEBI (LODR) Regulations, 2015 along with Scrutinizer's report.

You are requested to find the above in order and acknowledge it.

Yours truly,
**For Jindal Photo Limited**

**(Ashok Yadav)**
**Company Secretary**
**Encl: as above**

JINDAL PHOTO LTD. NEW DELHI

# JINDAL PHOTO LIMITED

**PROCEEDINGS OF 13th ANNUAL GENERAL MEETING OF THE MEMBERS OF JINDAL PHOTO LIMITED HELD ON FRIDAY 30th SEPTEMBER, 2016 AT 260/23 SHEETAL INDUSTRIAL ESTATE, DEMANI ROAD, DADRA (UT OF D&NH) AT 11.30 A.M.**

The meeting began with the welcome speech. The Chairman identified that requisite quorum was present in the meeting. Notice of Annual General Meeting taken as read. Statutory Auditors' report and Secretarial Auditor's report were duly read in the meeting. Statutory Registers and Other documents were open for inspection to the shareholders of the Company.

Chairman informed to the meeting that the Company had provided E-voting facility to the members to exercise their right to vote on the business items as stated in the Notice by electronic means as per the procedure laid down in the Notice of the Meeting for the due compliance of statutory provisions as applicable to the Company. Chairman also further informed that the members who have not exercised their vote through e-voting and who are present in the meeting, can cast their vote through poll at the AGM now. Members present in the meeting exercised their right by casting their vote through Polling Paper. After completion of polling, meeting was adjourned for 30 minutes for the purpose of counting of votes cast by members present in the meeting through Polling Paper and declaration of results.

The meeting was re-assembled after 30 minutes for the purpose of declaration of results. On receipt of Consolidated Scrutinizer Report from Mr. Ravi Grover, Scrutinizer, Chairman declared the results. Following resolutions which were set forth in the notice calling the Annual General Meeting were passed with requisite majority:-

## ORDINARY BUSINESS:

1. Adoption of Balance Sheet of the Company as at March 31, 2016, the Statement of Profit and Loss for the period ended on that date, Notes to Financial Statements, Auditors' Report and Directors' Report thereon.

2. Appoint Ms. Geeta Gilotra (DIN: 06932697), director who retires by rotation and being eligible, offers herself for re-appointment.

3. Ratify the Appointment of Statutory Auditors, B.K. Shroff & Company, Chartered Accountants and fixing their remuneration.

## SPECIAL BUSINESS:

4. Adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013.

5. Appoint Mr. Vinumon Kizhakkeveetil Govindan (DIN 07558990) as Non-Executive Independent Director.

6. Appoint Mr. Manoj Kumar Rastogi (DIN 07585209) as Managing Director of the Company.

Thereafter the meeting ended with a vote of thanks to the Chairman of the meeting

**For Jindal Photo Limited**

**M.K. Rastogi**
Chairman of Meeting & Managing Director
DIN: 07585209
10-D, Pocket – I, Near Pummy Chowk,
Dilshad Garden,
Delhi -110095.

**Dated: 30th September, 2016**

# Jindal Photo Limited

**REPORT OF 13TH AGM OF JINDAL PHOTO LTD PURSUANT TO REGULATION 44(3) of SEBI (LODR) REGULATIONS, 2015.**

**Date of the Annual General Meeting: 30th September, 2016.**
**Total number of shareholders: 22887 as on Cut-off date 23rd September, 2016.**
**Time of Commencement of meeting; 11.30 A.M**
**Time of Conclusion of meeting; 12.40 P.M**

**No. of shareholders present in the meeting either in person or through proxy:**

| Category of Shareholder | Present in person | Present through proxy | Total |
|---|---|---|---|
| Promoters & Promoter Group | 06 | NIL | 06 |
| Public | 30 | NIL | 30 |
| **Total** | **36** | **NIL** | **36** |

**No. of shareholders attended the meeting through Video Conferencing: N.A**

| Category of Shareholder | Present in person | Present through proxy | Total |
|---|---|---|---|
| Promoters & Promoter Group | NIL | NIL | NIL |
| Public | NIL | NIL | NIL |
| **Total** | NIL | NIL | NIL |

| | |
|---|---|
| Date of Declaration of result | 1st October, 2016 |
| Venue of meeting | Registered Office at 260/23, Sheetal Industrial Estate, Demani Road Dadra – 396193, Dadra & Nagar Haveli (U.T.). |
| Date of Notice | 22nd August, 2016 |
| Date of dispatch of Notice | Physical:5th September, 2016<br>Mail: 6th September, 2016 |
| Number of votes who voted through Polling papers | |
| Promoters and promoters group | 6(six) |
| Public | 30(Thirty) |

**ORDINARY BUSINESS (Item No. 1 , 2 and Item No. 3)**

**Item No. 1 Adoption of Annual accounts**
**Resolution required- Ordinary Resolution**
**Whether promoter/promoter group are interested in the Agenda/resolution: Yes**

**"RESOLVED THAT** Balance Sheet of the Company as at March 31, 2016, the Statement of Profit and Loss for the period ended on that date, Notes to Financial Statements, Auditors' Report and Directors' Report thereon be and are hereby adopted and approved."

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 7459815 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 7366834 | 98.75 | 7366834 | NIL | 100 | NIL |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **7366834** | **98.75** | **7366834** | **NIL** | **100** | **NIL** |
| Public – Institutions | E-Voting | 1872 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **0** | **0** | **0** | **0** | **0** | **0** |
| Public-Non Institutions | E-Voting | 2796639 | 373 | 0.01 | 349 | 24 | 93.56 | 6.43 |
| | Poll | | 1689 | 0.06 | 1689 | 0 | 100.00 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **2062** | **0.07** | **2038** | **24** | **98.84** | **1.16** |
| **Total** | | **10258326** | **7368896** | **71.83** | **7368872** | **24** | **99.99** | **0.0003** |

**Result: Passed with requisite majority**

**Item No. 2 Re-appointment of retiring Director Ms. Geeta Gilotra (DIN: 06932697)**
**Resolution required- Ordinary Resolution**
**Whether promoter/promoter group are interested in the Agenda/resolution: Yes**

**"RESOLVED THAT** Ms. Geeta Gilotra (DIN: 06932697), Director who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director of the Company."



# Jindal Photo Limited

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 7459815 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 7366834 | 98.75 | 7366834 | NIL | 100 | NIL |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **7366834** | **98.75** | **7366834** | **NIL** | **100** | **NIL** |
| Public – Institutions | E-Voting | 1872 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **0** | **0** | **0** | **0** | **0** | **0** |
| Public-Non Institutions | E-Voting | 2796639 | 323 | 0.01 | 275 | 48 | 85.14 | 14.86 |
| | Poll | | 1689 | 0.06 | 1689 | 0 | 100.00 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **2012** | **0.07** | **1964** | **48** | **97.61** | **2.38** |
| **Total** | | **10258326** | **7368846** | **71.83** | **7368798** | **48** | **99.99** | **0.0006** |

**Result: Passed with requisite majority**

**Item No. 3 Ratification appointment of Statutory Auditors and to fix their remuneration.**
**Resolution required- Ordinary Resolution**
**Whether promoter/promoter group are interested in the Agenda/resolution: Yes**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules framed thereunder, B.K. Shroff & Company, Chartered Accountants (firm registration no. 302166E), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to the Auditors."

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 7459815 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 7366834 | 98.75 | 7366834 | NIL | 100 | NIL |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **7366834** | **98.75** | **7366834** | **NIL** | **100** | **NIL** |
| Public – Institutions | E-Voting | 1872 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **0** | **0** | **0** | **0** | **0** | **0** |
| Public-Non Institutions | E-Voting | 2796639 | 325 | 0.01 | 301 | 24 | 92.61 | 7.38 |
| | Poll | | 1689 | 0.06 | 1689 | 0 | 100.00 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **2014** | **0.07** | **1990** | **24** | **98.81** | **1.19** |
| **Total** | | **10258326** | **7368848** | **71.83** | **7368824** | **24** | **99.99** | **0.0003** |

JINDAL PHOTO LTD. NEW DELHI

**Result: Passed with requisite majority**

**SPECIAL BUSINESS (Item No. 4, 5 and Item No. 6)**

**Item No. 4 Adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013.**
**Resolution required- Special Resolution**
**Whether promoter/promoter group are interested in the Agenda/resolution: No**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time, the draft regulations contained in the Articles of Association submitted to this meeting be and is hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 7459815 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 7366834 | 98.75 | 7366834 | NIL | 100 | NIL |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **7366834** | **98.75** | **7366834** | **NIL** | **100** | **NIL** |
| Public – Institutions | E-Voting | 1872 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **0** | **0** | **0** | **0** | **0** | **0** |
| Public-Non Institutions | E-Voting | 2796639 | 373 | 0.01 | 349 | 24 | 93.56 | 6.43 |
| | Poll | | 1689 | 0.06 | 1689 | 0 | 100.00 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **2062** | **0.02** | **2038** | **24** | **98.84** | **1.16** |
| **Total** | | **10258326** | **7368896** | **71.83** | **7368872** | **24** | **99.99** | **0.0003** |

**Result: Passed with requisite majority**

**Item No. 5 Appoint Mr. Vinumon Kizhakkeveetil Govindan (DIN: 07558990) as Non-Executive Independent Director.**
**Resolution required- Ordinary Resolution**
**Whether promoter/promoter group are interested in the Agenda/resolution: Yes**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under and the SEBI (LODR) Regulations, 2015, as amended from time to time, Mr. Vinumon Kizhakkeveetil Govindan (DIN 07558990) who was appointed by the Board of Directors as an Additional Director of the company on 6th July, 2016 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature for the office of director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 30th September, 2016 up to 29th September, 2021."

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and | E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |

JINDAL PHOTO NEW DELHI

# Jindal Photo Limited

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Promoter Group | Poll | 7459815 | 7366834 | 98.75 | 7366834 | NIL | 100 | NIL |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **7366834** | **98.75** | **7366834** | **NIL** | **100** | **NIL** |
| Public – Institutions | E-Voting | 1872 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **0** | **0** | **0** | **0** | **0** | **0** |
| Public-Non Institutions | E-Voting | 2796639 | 373 | 0.01 | 325 | 48 | 87.13 | 12.87 |
| | Poll | | 1689 | 0.06 | 1689 | 0 | 100.00 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **2062** | **0.07** | **2014** | **48** | **97.67** | **2.33** |
| **Total** | | **10258326** | **7368846** | **71.83** | **7368798** | **48** | **99.99** | **0.0006** |

**Result: Passed with requisite majority**

Item No. 6 To appoint Mr. Manoj Kumar Rastogi (DIN 07585209) as Managing Director of the Company.
**Resolution required- Ordinary Resolution**
**Whether promoter/promoter group are interested in the Agenda/resolution: Yes**

**"RESOLVED THAT** subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule V to the Act and the SEBI (LODR) Regulations, 2015 as amended from time to time, the approval of the members be and is hereby accorded to the Board of Directors, subject to any other approvals, if any, required for the appointment of Mr. Manoj Kumar Rastogi (DIN 07585209) as Managing Director of the company, liable to retire by rotation for a period of 5 (Five) years commencing from 10th August, 2016 to 9th August, 2021 at Rs. NIL remuneration.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 7459815 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 7366834 | 98.75 | 7366834 | NIL | 100 | NIL |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **7366834** | **98.75** | **7366834** | **NIL** | **100** | **NIL** |
| Public – Institutions | E-Voting | 1872 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **0** | **0** | **0** | **0** | **0** | **0** |
| Public-Non Institutions | E-Voting | 2796639 | 373 | 0.01 | 349 | 24 | 93.56 | 6.43 |
| | Poll | | 1689 | 0.06 | 1689 | 0 | 100.00 | 0 |
| | Postal Ballot ( if applicable) | | | | | | | N.A |
| | **Total** | | **2062** | **0.07** | **2038** | **24** | **98.84** | **1.16** |
| **Total** | | **10258326** | **7368896** | **71.83** | **7368872** | **24** | **99.99** | **0.0003** |

**Result: Passed with requisite majority**

JINDAL PHOTO NEW DELHI

GROVER AHUJA & ASSOCIATES
Company Secretaries

## SCRUTINIZER REPORT

To,
**The Chairman,**
**Jindal Photo Limited**
**260/23, Sheetal Industrial Estate,**
**Demani Road, Dadra – 396193**

**Sub: Resolutions passed through E-Voting and Poll conducted at the 13th Annual General Meeting of Jindal Photo Limited.**

I, **Ravi Grover, (Practicing Company Secretary)**, have been appointed as the Scrutinizer by the Board of Directors of **Jindal Photo Limited ("the Company")** having its registered Office situated at 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, for the purpose of scrutinizing the electronic voting process and votes through poll held at the Annual General Meeting; i.e. 30th September, 2016.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Tuesday, 27th September, 2016 at 9:00 A.M. till Thursday, 29th September, 2016 upto 5:00 P.M. The E-voting was thereafter disabled by NSDL. The E-Voting results were unblocked by me on, 30th September, 2016 in the presence of 2 (two) witnesses namely Ms. Rupali Mittal and Ms. Prabhleen Kaur Gujral.

The Company had also provided voting facility by poll at the 13th Annual General Meeting of the Company, to the members present in person or by proxy; who had not exercised their right to vote through electronic voting facility.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 13th Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.

*The result of the E-Voting together with that of Poll is as under:*

8/33, 3rd Floor, Satbhrava School Marg, W.E.A., Karol Bagh, New Delhi - 110005
Tel: +91 11 42773662, 45091596
Email: admin@groverahuja.net

**(A) As an Ordinary Resolution- Item No. 1.**

To receive, consider and adopt the Balance Sheet of the Company as at March, 31, 2016, the Statement of Profit and Loss for the period ended on that date, Notes to the financial Statements, Auditor's Report and Director's Report thereon.

**I. Voted in the favour of the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 6 | 349 | 0.00474 |
| Poll | 36 | 7368523 | 99.99493 |
| **Total** | **42** | **7368872** | **99.99967** |

**II. Voted against the Resolution:**

| | Number of Members who voted through E-Voting Process and poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 1 | 24 | 0.00033 |
| Poll | - | - | - |
| **Total** | **1** | **24** | **0.00033** |

**III. Invalid Votes:**

| | Number of Members who voted through E-Voting Process and poll | Number of votes cast (Shares) | % of total number of invalid votes |
|---|---|---|---|
| E-Voting | - | - | - |
| Poll | - | - | - |
| Total | - | - | - |

**(B) As an Ordinary Resolution- Item No.2.**

To appoint a Director in place of Ms. Geeta Gilotra **(DIN: 06932697)** who retires by rotation and being eligible, offers herself for re-appointment.

**I. Voted in the favour of the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 4 | 275 | 0.00373 |
| Poll | 36 | 7368523 | 99.99562 |
| Total | **40** | **7368798** | **99.99935** |

**II. Voted against the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 2 | 48 | 0.00065 |
| Poll | - | - | - |
| Total | 2 | 48 | 0.00065 |

**III. Invalid Votes:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of invalid votes |
|---|---|---|---|
| E-Voting | - | - | - |
| Poll | - | - | - |
| Total | - | - | - |

(C) As an Ordinary Resolution- Item No.3.

To ratification of appointment of auditors

I. Voted in the favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 5 | 301 | 0.00408 |
| Poll | 36 | 7368523 | 99.99559 |
| Total | **41** | **7368824** | **99.99967** |

II. Voted against the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 1 | 24 | 0.00033 |
| Poll | - | - | - |
| Total | 1 | 24 | 0.00033 |

III. Invalid Votes:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of invalid votes |
|---|---|---|---|
| E-Voting | - | - | - |
| Poll | - | - | - |
| Total | - | - | - |

**(D) As a Special Resolution- Item No.4.**

To adopt new set of Articles of Association of the Company Containing regulations in conformity with the Companies Act, 2013.

**I. Voted in the favour of the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 6 | 349 | 0.00474 |
| Poll | 36 | 7368523 | 99.99493 |
| Total | **42** | **7368872** | **99.99967** |

**II. Voted against the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 1 | 24 | 0.00033 |
| Poll | - | - | - |
| Total | 1 | 24 | 0.00033 |

**III. Invalid Votes:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of invalid votes |
|---|---|---|---|
| E-Voting | - | - | - |
| Poll | - | - | - |
| Total | - | - | - |

**(E) As an Ordinary Resolution- Item No.5.**

Appointment of Mr. Vinumon Kizhakkeveetil Govindan as Independent Director of Company.

**I. Voted in the favour of the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 5 | 325 | 0.00441 |
| Poll | 36 | 7368523 | 99.99494 |
| **Total** | **41** | **7368848** | **99.99934** |

**II. Voted against the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 2 | 48 | 0.00065 |
| Poll | - | - | - |
| **Total** | **2** | **48** | **0.00066** |

**III. Invalid Votes:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of invalid votes |
|---|---|---|---|
| E-Voting | - | - | - |
| Poll | - | - | - |
| Total | - | - | - |

**(F) As an Ordinary Resolution- Item No.6.**

To appoint Mr. Manoj Kumar Rastogi, as Managing Director of the Company.

**I. Voted in the favour of the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 6 | 349 | 0.00474 |
| Poll | 36 | 7368523 | 99.99494 |
| Total | **42** | **7368872** | **99.99967** |

**II. Voted against the Resolution:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|---|---|---|---|
| E-Voting | 1 | 24 | 0.00032 |
| Poll | - | - | - |
| Total | **1** | **24** | **0.00032** |

**III. Invalid Votes:**

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of invalid votes |
|---|---|---|---|
| E-Voting | - | - | - |
| Poll | - | - | - |
| Total | - | - | - |

*The register, all other papers and relevant records relating to electronic voting and physical poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.*

**Thanking You.**
**Yours faithfully**

For **Grover Ahuja & Associates**

GROVER AHUJA & ASSOCIATES * New Delhi * Company Secretaries

**Ravi Grover**
**(Partner)**
**C. P No.:- 3448**

**Date: 01.10.2016**
**Place: New Delhi**

**We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited, (NSDL) in our presence at 12:00 P.M. on 30th September, 2016 at the office of the Scrutinizer.**

Rupali Mittal

**Rupali Mittal**

Gujral

**Prabhleen Kaur Gujral**